

BY-LAWS

Amended and Restated Effective
as of January 24, 1997,
and as further amended
on December 16, 1999,
and December 14, 2000,
and December 11, 2019,
[and December \[\], 2021](#)

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Article I - Name, Purposes and Location

Section 1. Name. The name by which the Corporation shall be known shall be as set forth in its Articles of Organization.

Section 2. Purposes. The Corporation is a nonprofit organization incorporated under the laws of Massachusetts, and its purposes shall be as set forth in its Articles of Organization.

Section 3. Mission Statement. In furtherance of the foregoing, the Corporation has adopted the following mission statement (the “Mission”): MassEcon’s mission is to promote and champion Massachusetts as the best place to start, grow and locate a business. Built upon a robust network of corporate and civic members, MassEcon convenes public and private sector leaders of industry to create an inclusive business ecosystem that enhances job growth across a diverse talent pool; promotes investment in all communities; expands equitable opportunities throughout the Commonwealth. As a

champion of Massachusetts, MassEcon seeks to actively support diversity, inclusion and equity practices among both corporate and civic stakeholders, in a way that positions the Commonwealth as a highly desirable place for local and global businesses who value diversity, inclusion and equity as core components of their business strategy (the “ED&I Mission”).

Section 34. Location. The principal offices of the Corporation in the Commonwealth of Massachusetts shall be at such location as is determined from time to time by the Board of Directors of the Corporation.

Article II - Fiscal Year

The fiscal year of the Corporation shall be from the first day of January through the thirty-first day of December in each year unless and until changed by the Board of Directors.

Article III - Membership

Section 1. Members. Membership shall be available to any company, organization or agency which has an interest in promoting economic development in the Commonwealth of Massachusetts.

Section 2. Election. Written application for membership, giving such information as may be required, shall be made to the Corporation. The applicant shall become a member upon approval by the Board of Directors and upon payment of required dues and fees; provided, however, that the Board of Directors may delegate to the Executive Director the power to approve the admission of applicants as members. Applicants admitted to membership shall pay dues and fees on the basis currently approved by the Corporation, with the objective of furthering the Mission, including but not limited to the ED&I Mission. The identification, review, and approval of member candidates shall be undertaken by the Board of Directors with the objective of furthering the Mission, including but not limited to the ED&I Mission, by, among other things, identifying a diverse pool of candidates from all of the regions of the Commonwealth.

Section 3. Rights and Duties of Members. Each member shall have a right to attend by accredited representative all regular and special meetings of the membership. The right of a member to vote and all of its right, title and interest in or to the Corporation shall cease on the termination of its membership. Each member, by accepting such status, shall for all purposes be conclusively deemed to have accepted and to have agreed to be bound by the By-Laws of this Corporation as the same may then exist or may from time to time be amended.

Section 4. Resignation. A member may at any time file its resignation in writing with the Clerk. Such resignation shall become effective as of date filed and shall be reported to

the Board of Directors but shall not relieve a member from paying dues required for the of the membership year during which resignation occurs.

Section 5. Removal and Reinstatement. The Board of Directors may censure, suspend, or remove any member for cause after giving such member an opportunity to have a hearing. Censure, suspension, removal, or reinstatement shall require the affirmative vote of a two-thirds majority of the members of the Board of Directors. Notwithstanding the foregoing, membership shall be suspended in certain instances in accordance with Article X, Section 2.

Article IV - Associates

Section 1. Associate Status. The Corporation may grant the status of Associate to any individual who is interested in and supportive of the purposes of the Corporation.

Section 2. Rights and Duties. Associates shall have no rights or duties with respect to the governance or operation of the Corporation but shall be invited to attend all meetings of members, and other events of the Corporation as determined by the Board of Directors, to express their views on matters of interest to the Corporation and to receive newsletters and other publications of the Corporation.

Section 3. Election. Written application for Associate status, giving such information as may be required, shall be made to the Corporation. The applicant shall become an Associate upon approval by the Board of Directors; provided, however, that the Board of Directors may delegate to the Executive Director the power to approve the admission of applicants as associate members. [The identification, review, and approval of Associate candidates shall be undertaken with the objective of furthering the Mission, including but not limited to the ED&I Mission.](#)

Section 4. Dues, Fees and Assessments. There shall be such system of annual dues and fees, and such assessments covering Associate status in the Corporation as the Board of Directors may determine. [The determination of the annual dues and fees shall be determined with the objective of furthering the Mission, including but not limited to the ED&I Mission, by, among other things, providing for tiered payment levels recognizing the different size and nature of Associate members.](#)

Article V - Meetings of Members

Section 1. Annual Meeting. The annual meeting shall be held annually on a date fixed by the Board of Directors. The annual meeting may be held at the principal office of the Corporation or at such other place within the United States as the Chair determines, after consulting with the Executive Director.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-Laws, except in this Section 1, to the annual meeting of the members shall be deemed to refer to such special meeting.

The annual meeting shall:

- a. Elect Directors.
- b. Hear the annual report
- c. Attend to such other business as may come before the meeting.

Section 2. Special Meetings. A special meeting of the members may be called at any time by the Chair or any three Directors. A special meeting of the members shall also be called by the Clerk or some other officer upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members. Any such call shall state the time, place, and purposes of the meeting.

Section 3. Notice. Notice of the time, place and purposes of any annual or special meeting of the members shall be sent or given by the Clerk or some other officer to each member as hereinafter provided, unless all the members entitled to notice thereof are present in person by accredited representative at such meeting or waive notice in the manner provided in Article XII Section 1 of these By-Laws. In any case it shall be deemed sufficient notice to a member to send notice by mail at least thirty days before the annual meeting and at least seven days before any special meeting.

Section 4. Voting. Each member shall be entitled to one vote. Only an accredited representative of a member or a proxy holder shall be entitled to vote on its behalf. The governing body of each member shall designate its accredited representative and an alternate in writing to the Clerk of the Corporation at any time prior to any annual or special meeting. At any meeting of the members each member shall be entitled to vote either in person through its accredited representative or by written proxy dated not more than six months before such meeting, which proxies shall be filed with the Clerk before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of the meeting. Upon the demand of any member, the vote upon any question before the meeting shall be by ballot.

Section 5. Quorum. Except as otherwise provided by the laws of the Commonwealth of Massachusetts, the presence in person by an accredited representative or representation by proxy at a meeting of the members of one-third of the members entitled to vote thereat shall constitute a quorum. When a quorum is present at any such meeting, a majority of votes cast shall be necessary and sufficient for the decision of any question brought before the meeting or for election to any office, except as otherwise provided by these By-Laws or the laws of the Commonwealth of Massachusetts. In the absence of a quorum, or when a quorum is present, any meeting may be adjourned from time to time by a majority of the votes cast upon the question, without notice other than by announcement at the meeting, and without further notice to any absent member. At any

adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Action without Meeting. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action by a writing or writings, filed with the record of the meetings of members. Such consent shall be treated for all purposes as a vote at a meeting.

Article VI - Directors

Section 1. Number and Election of Directors. A Board of Directors shall be chosen in accordance with Section 3 of this Article, at the annual meeting of the members or at the special meeting held in lieu thereof. The number of Directors for the year shall be fixed by vote at the meeting when elected, but the members may at any special meeting held for the purpose during the year increase the number of Directors and elect Directors to complete the number so fixed or may reduce the number of Directors or remove (either with or without cause being shown) or replace Directors, in accordance with Section 3 of this Article. In the event that the members shall fail to elect Directors to fill places on the Board resulting from their so increasing the number of Directors, the Board of Directors may elect Directors to fill such places.

Section 2. Composition. The membership of the Board of Directors shall consist of (a) persons, each employed by a separate member, who either hold the position of chief executive officer of a member or hold another senior management position with a member and are designated by the chief executive officer of that member (b) persons who have skills or experience that will further the purposes of the Corporation; and (c) individuals serving on an ex officio basis as representatives of the Chair's Circle. [The identification, review, and approval of Director candidates shall be undertaken by the Nominating Committee with the objective of furthering the Mission, including but not limited to the ED&I Mission, by, among other things, identifying a diverse pool of candidates from all of the regions of the Commonwealth.](#) Notwithstanding the foregoing, Directors in category (b) and (c) each may not constitute more than twenty-five percent of the total membership of the Board of Directors. A Director in category (b) need not be an Associate. The Chair's Circle representative consist of representatives from organizations that are members of the Chair's Circle, as defined from time to time by the Board of Directors. In defining the composition of the Chair's Circle, the Board of Directors shall arrive at a definition that accounts for Board representation pursuant to subsection (b), above, in the event that the membership of the Chair's Circle constitutes more than twenty-five percent of the total membership of the Board of Directors.

Section 3. Election. Directors who are not serving on an ex officio basis shall be elected by the members at the annual meeting. Nominees shall consist of persons nominated by the Nominating Committee.

Section 4. Term of Office. Directors shall each hold office for a term of three years and may serve for successive terms. The Directors shall be divided into three classes of approximately equal size. Upon the adoption of these By-Laws, one class shall be elected for a term of one year, one class for a term of two years and one class for a term of three years. Thereafter, at each annual meeting the members shall elect for a term of three years successors to the class whose term is expiring, and they may elect additional Directors to the other classes, which may result in a Director serving a term fewer than three years, to the extent necessary to maintain approximate equality in size among classes. Directors serving on an ex officio basis are not subject to the term limits contained in this section.

Section 5. Powers of Directors. The Board of Directors shall have control over and management of the business and property of the Corporation, and they are hereby vested with such management with all the powers which the Corporation itself possesses, except such as are conferred by these By-Laws or the laws of this Commonwealth on the members or other offices.

The Board of Directors shall determine, periodically review, and revise the policies which shall generally guide the work of the Corporation. The Directors shall also obtain finances and determine financial plans or budgets and may authorize a certified financial audit of the Corporation's operations, assets, and liabilities.

Section 6. Meetings of the Board of Directors; Meetings by Telephone; Action Without a Meeting. The annual meeting of the Directors shall be held immediately following the annual meeting of members, or on such other date as the Directors may determine.

Regular meetings of the Board of Directors may be held without call or notice at such places and at such times as the Board may from time to time determine; provided, that, reasonable notice of such determination and of any changes therein is given to each member of the Board then in office.

Special meetings of the Board of Directors may be held at any time and at any place when called by the Chair, the Treasurer, or three or more Directors, reasonable notice thereof being given to each Director by the Clerk, or, in the case of death, absence, incapacity or refusal of the Clerk, by the officer or Directors calling the meeting. In any case, it shall be deemed sufficient notice to a Director to send notice by mail at least four days, or by telegram or facsimile transmission at least two days, before the meeting, addressed to ~~him at his~~such Director at such Director's usual or last known business or residence address, or to give notice to ~~him~~such Director in person, either by telephone or by handing ~~him~~such Director a written notice, at least two days before the meeting.

Notwithstanding the foregoing, notice of a meeting need not be given to any Director if a written waiver of notice, executed by ~~him~~such Director before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to ~~him~~such Director.

Directors or members of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and such written consent is filed with the minutes of the Directors. Such consent shall be treated as a vote for all purposes.

Section 7. Quorum of the Board of Directors. At any meeting of the Board of Directors, a quorum for any election, or for the consideration of any question, shall consist of a forty percent of the Directors then in office, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office which under these By-Laws the Directors may fill, and a majority of the Directors present shall decide any question brought before such meeting except for any case where a larger vote is required by the laws of the Commonwealth of Massachusetts, by the Articles of Organization, or by these By-Laws.

Section 8. Committees of Directors.

a. Executive Committee. There shall be an Executive Committee consisting of the Chair, the Vice Chair, the Treasurer and Clerk of the Corporation, serving ex officio, and such other persons, who shall be Directors, as the Directors may from time to time appoint. To the extent permitted by law, the Executive Committee shall have all powers of, and may act for and on behalf of, the Directors between meetings of the Directors.

b. Nominating Committee. The Board of Directors shall appoint annually a Nominating Committee consisting of at least three Directors; and the Nominating Committee shall include at least one member of the ED&I Committee (as defined below). The Nominating Committee shall be divided into two classes of approximately equal size. Upon the adoption of these By-Laws, one class shall be appointed for a term of one year and one class for a term of two years. Thereafter, the members of the Nominating Committee shall be appointed for a term of two years successors to the class whose term is expiring, and additional members may be appointed from the other class, which may result in a Nominating Committee member serving a term fewer than two years, to the extent necessary to maintain approximate equality in size among classes. The Nominating Committee shall nominate Directors and officers of the Corporation in accordance with the provisions of Article VI, Section 3 and Article VII, Section 2 of these By-Laws respectively, with the objective of furthering the Mission, including but not limited to the ED&I Mission. In doing so, the Nominating Committee may solicit and consider the

views and recommendations of Board members and members of the Corporation, and shall solicit the views and recommendations of the Executive Committee with respect to qualified candidates.

c. Equity, Diversity, and Inclusion Committee. The Board of Directors shall annually appoint an Equity, Diversity, and Inclusion Committee (“ED&I Committee”) consisting of at least three Directors and the ED&I Committee shall include at least one member of the Executive Committee. As part of its charter, the ED&I Committee shall develop, for review and approval of the Executive Committee, a definition and framework for equity, diversity and inclusion as it applies to the operations of the Corporation, with the objective of furthering the Mission, including but not limited to the ED&I Mission. The ED&I Committee shall aid in the creation and execution of equity, diversity, and inclusion initiatives, shall oversee the progress of other committees and the Corporation in executing the ED&I Mission, and shall oversee the conduct of an annual equity, diversity, and inclusion review of the Corporation’s activities to measure the Corporation’s progress towards its equity, diversity, and inclusion initiatives and goals pursuant to the ED&I Mission. The ED&I Committee shall make recommendations to the Executive Committee and Board of Directors regarding employee, Board, and officer training and the use of outside consultants, where appropriate, to further the ED&I Mission of the Corporation.

ed. Other Committees. The Board of Directors may at any time appoint one or more other committees, to consist of not fewer than three members, and may from time to time designate or alter, subject to applicable law, the duties and powers of such committees or change their membership, and may, at any time, abolish such committees or any of them. Members of a committee need not be Directors or representatives of members of the Corporation, provided, however, that, any committee holding exercising delegated powers of the Board of Directors shall consist exercise such powers only of by the vote of the Directors on such committee.

Each member of a committee shall hold office until the first meeting of the Board of Directors following the next annual meeting of the members (or until such other time as the Board of Directors may determine either in the vote establishing the committee or at the appointment of such member) and until ~~his~~such committee member’s successor is appointed and qualified, or until ~~he~~such committee member sooner dies, resigns, is removed or is replaced by change of membership, or until the committee is sooner abolished by the Board of Directors.

Forty percent of the members of any committee then in office, but not fewer than two, shall constitute a quorum for the transaction of business, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Each committee may make rules not inconsistent herewith for the holding and conduct of its meetings and for acting without a meeting, but unless otherwise provided in such rules its meetings shall be held and conducted in the same manner, as nearly as may be, as is provided in these By-Laws for meetings of the Board of Directors. Any action permitted

to be taken at any meeting of any committee may be taken without a meeting if written consent thereto is signed by all members of any such committee and such consent is filed with the minutes of the Directors. Such consent shall be treated as a vote for all purposes. The Board of Directors shall have power to rescind or alter any vote or resolution of any committee; provided, that, no rights or third parties shall be impaired by such rescission or alteration.

[Each committee shall prepare, review, and approve a charter defining its responsibilities \(subject to the other provisions of these By-Laws\) annually and file the charter with the Clerk of the Corporation. The Executive Committee shall approve each charter. The charter of a committee need not be modified from year to year but shall be prepared with the objective of furthering the Mission, including but not limited to the ED&I Mission.](#)

Article VII - Officers

Section 1. Officers. The officers shall be a Chair, a Vice Chair, a Treasurer, a Clerk and such other officers, including without limitation a Chair Emeritus, as the Directors may elect. All officers shall be Directors of the Corporation, except that the Chair Emeritus, if any, may, but need not be, a Director. The Clerk shall be a resident of Massachusetts. Subject to these By-Laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to such officer's office, and such duties and powers as the Board of Directors shall from time to time designate. [The identification, review, and approval of officer candidates shall be undertaken by the Nominating Committee, with the objective of furthering the Mission, including but not limited to the ED&I Mission, by, among other things, identifying a diverse pool of candidates from all of the regions of the Commonwealth.](#)

Section 2. Election. Nominees shall consist of one person nominated by the Nominating Committee for each office. Officers shall be elected by the Directors at the annual meeting of the Directors; provided, that, the Vice Chair shall automatically succeed the Chair unless otherwise provided in the vote of the Board of Directors; and provided, further, that that Directors may elect the Chair or Vice Chair to serve for successive terms. Subject to the laws of the Commonwealth of Massachusetts, to the Articles of Organization of the Corporation, and these By-Laws, each officer shall hold office until the next annual meeting or until such officer's successor is elected and qualified, whichever shall first occur.

Section 3. Chair. The Chair shall have the powers generally accorded a president of a similar corporation under Massachusetts law and shall be a member ex officio of all committees. Except as otherwise voted by the Board, the Chair shall preside at all meetings of the members and of the Board of Directors at which the Chair is present. The Chair shall have custody of the Treasurer's bond, if any.

Section 4. Vice Chair. The Vice Chair shall have such duties and powers as shall be designated from time to time by the Board of Directors or by the Chair. In the absence or

disability of the Chair, the Vice Chair, or such other officer as the Board of Directors may determine, shall have the powers and duties of the Chair.

Section 5. Clerk. The Clerk shall at all times be a resident of Massachusetts. The Clerk shall record all votes of the members and of the Board of Directors of the Corporation in a book to be kept therefor. The Clerk shall also attend and keep accurate minutes of all meetings of the members and of the Board of Directors, and in the Clerk's absence from any such meeting a Temporary Clerk shall be chosen, who shall record the proceedings of such meeting.

The Clerk shall keep or cause to be kept in the Clerk's custody within the Commonwealth of Massachusetts written records which shall contain a complete list of all members and their addresses for the inspection of the members. The Clerk shall also keep the Articles of Organization and copies of amendments thereto and these By-Laws, with a reference on the margin of these By-Laws to all amendments thereof.

The Clerk shall have custody of the seal of the Corporation, if any, and shall be responsible for affixing it to documents. The Clerk shall also have the duty of giving notice of meetings of members and of the Board of Directors as required by these By-Laws, unless such notice be waived.

Section 6. Assistant Clerk. The Assistant Clerk, if there be one, shall aid the Clerk in keeping records of the Corporation and in the absence of the Clerk shall attend and keep minutes of the members and of the Board of Directors. The Assistant Clerk shall have the power, subject to the direction of the Clerk, to affix the seal, if any, of the Corporation to documents and to certify as to the contents of the records of the Corporation, the incumbency of its officers, and other matters customarily certified by clerks of corporations.

Section 7. Treasurer. Subject to the direction of the Board of Directors, the Treasurer shall have general charge of the financial concerns of the Corporation. The Treasurer shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall keep, or cause to be kept, accurate books of account, which shall be the property of the Corporation. The Treasurer shall at all reasonable times exhibit said books of account to the Chair or any Director and render periodic statements of account to the Board of Directors at least annually. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Assistant Treasurer. Any Assistant Treasurer shall have such duties and powers as shall be prescribed from time to time by the Board of Directors or by the Treasurer, and shall be responsible to and shall report to the Treasurer. Unless otherwise designated by the Board of Directors, the Assistant Treasurer shall in the absence of the Treasurer perform the duties of and have the power of the Treasurer.

Article VIII - Administration

The Board of Directors may employ a chief administrative officer with the title of Executive Director to be its representative in the management of the Corporation. The Executive Director shall have the authority and responsibility to operate the organization in all its activities and departments, subject only to such policies as may be adopted, and such orders as may be issued, by the Board of Directors, by any of the committees to which the Board of Directors has delegated authority for such action or by any officer acting according to the powers conferred upon the officer by these By-Laws or action of the Board of Directors or its Executive Committee. The Executive Director shall act as the duly authorized representative of the Board of Directors in all matters as to which the Board of Directors has not formally designated another person to act. [The duties of the Executive Director shall be performed with the objective of furthering the Mission, including but not limited to the ED&I Mission.](#)

Article IX - Resignations, Removals, Vacancies and Compensation

Section 1. Resignations. Any Director or officer of the Corporation may resign at any time by giving written notice to the Corporation by delivery thereof to the Chair or the Clerk. Such resignation shall take effect at the time designated therein, or if no time be specified, then upon its acceptance by the Board of Directors.

Section 2. Removals. At any meeting called for the purpose and at which a quorum is present, the members may remove from office any Director or officer of the Corporation with or without cause being shown, subject to applicable contractual terms.

Section 3. Vacancies. If the office of any Director or of any officer or agent becomes vacant by reason of death, resignation, removal, disqualification or otherwise, it may be filled by vote of a majority of the Directors then remaining in office, though less than a quorum, unless such vacancy, if in the office of Director, shall have been filled by members. An appointee thus filling a vacancy shall hold the office for its unexpired term, subject to the provisions of Section 2 of this Article.

Section 4. Temporary Appointments. In case of the temporary absence or disability of any officer of the Corporation other than a Director, the Board of Directors may appoint some other person to exercise for the time being the powers and perform the duties of such officer, and the authority of such person shall continue until revoked.

Section 5. Compensation. Directors and officers shall not receive compensation for their services as Directors and officers respectively.

Article X - Dues, Fees and Assessments

Section 1. Dues and Fees. There shall be such system of dues, fees and assessments covering membership in the Corporation as the Board of Directors may determine. The determination of the annual dues, fees, and assessments shall be determined with the objective of furthering the Mission, including but not limited to the ED&I Mission, by, among other things, providing for tiered payment levels recognizing the different size and nature of members.

Section 2. Default in Payment of Dues. If the dues, fees or assessments of any member are not paid, or if reasonable arrangements to pay are not made, within sixty days after they become due and payable, all privileges of membership accruing to said member shall be suspended without further notice. The Board of Directors may waive or alter this policy. Reinstatement will be considered upon re-application to, and at the discretion of, the Board of Directors.

Article XI - Voting Stock in Other Corporations

Unless otherwise ordered by the Board of Directors, the Chair, or in case of ~~his~~the Chair's absence or failure to act, the Treasurer shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meetings of members or stockholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such stock and which, as the owner thereof, the Corporation might have possessed and exercised if present. The Board of Directors may by resolution from time to time confer like powers upon any other person or persons.

Article XII - Notices

Section 1. Waiver of Notice. Except as otherwise provided by the laws of the Commonwealth of Massachusetts, whenever under the provisions of these By-Laws or said laws, the members, the Board of Directors, or any officer of the Corporation is authorized to take any action after notice to any or all of the members, Directors or officers or to any other person or persons, or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action is taken such requirement or requirements be waived in writing by the member, Director or officer entitled to such notice or lapse of time, or by ~~his~~such Director's or officer's attorney thereunto authorized. Such written waiver shall be filed with the appropriate records of the Corporation by the Clerk.

Section 2. Notices by Mail, Telegram or Facsimile Transmission. A notice by mail, telegram, electronic or facsimile transmission shall be directed to a member at its address, including electronic addresses, as it appears on the records of the Corporation or at its usual place of business or facsimile number, and to a Director or officer at the

Director's usual or last known business or residence address or facsimile number, unless such member, Director or officer shall have filed with the Clerk a written request that such notices intended for such member, Director or officer be directed to some other address or number, in which case, it shall be directed to the address or number designated in such request.

Article XIII - Execution of Papers

Except as the Board of Directors may generally or in particular cases authorize or direct the execution thereof in some other manner, all deeds, leases, transfers and contracts made, accepted or endorsed by the Corporation shall be signed by the Chair, the Vice Chair or the Treasurer. Unless otherwise provided by the Board of Directors, all bonds, notes, drafts, checks and other obligations for the payment of money made, accepted, or endorsed by the Corporation shall be signed by the Chair, the Vice Chair or the Treasurer.

Article XIV - Amendments

These By-Laws, except with respect to any provision which by the Articles of Organization or these By-Laws requires action by the members or establishes rights or duties of members, may be altered, amended or repealed at any annual or special meeting of the Board of Directors by vote of three quarters of the Board of Directors, provided, that, notice of the meeting specifies the subject matter of the proposed alteration, amendment, or repeal of the Articles of these By-Laws to be affected thereby.

Article XV - Personal Liability

The members, directors, and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Summary report:	
Litera® Change-Pro for Word 10.8.2.11 Document comparison done on 11/30/2021 4:36:04 PM	
Style name: DLA Piper	
Intelligent Table Comparison: Active	
Original DMS: iw://dms.us.dlapiper.com/EAST/186425727/1	
Modified DMS: iw://dms.us.dlapiper.com/EAST/186425727/4	
Changes:	
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Delete	20
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Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
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